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Organisation, management and control model pursuant to (It.) Legislative Decree no. 231/2001

General Part

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TERMS AND DEFINITIONS

CCNL: National Collective Bargaining Agreements and Corporate Supplementary Agreements

SA: Sole Administrator

Addressees: all those who are required to know and respect the Organisation and Control Model

(It.) Leg. Decree 231/2001 or Decree: Italian Legislative Decree of 8 June 2001 no. 231 on “Regulations on the administrative liability of legal persons , companies and associations, including those without legal personality, pursuant to Article 11 of Law of 29 September 2000, no. 300” subsequent modifications and additions

Employees: persons who perform work in favour of the Company, employed by and under the direction of the Company with an open-ended or fixed-term contract. Workers with self-employment contracts, project contracts, temporary workers and trainees are treated in the same way as employees with regard to compliance with the provisions of (It.) Legislative Decree no. 231/01

Suppliers: parties that provide the Company with goods and/or services under agreements and/or contracts

Guidelines: documents issued by trade associations or authoritative public bodies on the scope of (It.) Legislative Decree no. 231/2001

Model: Organisation, Management and Control Model in accordance with the requirements of (It.) Legislative Decree no. 231/2001

SB: Supervisory Body. This means the internal control body responsible for supervising the operation of and compliance with the Model, as well as its updating

Corporate Bodies: the corporate bodies envisaged by the Articles of Association

Risk assessment: structured methodology for assessing risks and related controls

Disciplinary System: a document, part of the Organisation Model, which regulates the sanctions that may be imposed on the recipients of the Model for non-compliance with the provisions thereof

Top management: persons who hold positions of representation, administration or management of the Company, of one of its organisational units with financial and functional autonomy, as well as persons who exercise, also de facto, the management and control of the same

Subordinates: persons subject to the direction or supervision of a member of top management

Stakeholders: parties with an interest in the Company, whether internal or external to the corporate sphere

Internal control system: the set of protocols and actions adopted by the Company in order to prevent the risks of commission of the offences referred to in (It.) Legislative Decree no. 231/2001

FOREWORD

This document constitutes the General Part of the Organisation, Management and Control Model pursuant to (It.) Legislative Decree no. 231/2001 (hereinafter “Model”) adopted by CIEMMECALABRIA S.r.l. (hereinafter also “CMC” or “Company”).

The purpose of the Organisation, Management and Control Model is to set up a structured and organic system of checks, aimed at preventing the commission of the offences referred to in (It.) Legislative Decree no. 231/2001.

The following categories are considered “Addressees” of this Model and, as such, are required - within the scope of their respective responsibilities and competences - to be familiar and comply with it:

- members of the corporate bodies (shareholders, directors, statutory auditors);
- employees;
- collaborators;
- suppliers and external consultants;
- members of the Supervisory Body
- anyone else who, for whatever reason, establishes relations of collaboration with the Company.

The persons to whom the Model is addressed are therefore required to comply with all its provisions punctually, also in fulfilment of the duties of loyalty, fairness and diligence arising from the legal labour relations established with CMC.

The Company monitors compliance with the provisions contained in the Model, ensuring the transparency of the corrective actions taken in the event of violation thereof. CMC undertakes to disseminate, within its organisation and externally, the contents of the Model and subsequent updates in a complete, accurate and continuous manner.

By virtue of the express provisions of (It.) Legislative Decree no. 231/2001 (Art. 6, third paragraph), Models may be adopted on the basis of codes of conduct or guidelines drawn up by representative and trade associations, communicated to the (It.) Ministry of Justice.

This Model is drafted in accordance with the Confindustria Guidelines approved by the (It.) Ministry of Justice in their latest version.

1. (IT.) LEGISLATIVE DECREE NO. 231 OF 8 JUNE 2001

1.1 The administrative liability of legal persons

(It.) Legislative Decree 231/2001 “*Discipline of the administrative liability of legal persons, companies and associations, including those without legal personality*”, issued in execution of the delegation referred to in Article 11 of (It.) Law of 29 September 2000, no. 300, introduced the notion of autonomous criminal liability of legal persons into the Italian legal system, bringing domestic legislation into line with a number of international conventions to which Italy had long since acceded.

The aforementioned Decree introduced for the first time in Italy direct liability of legal persons (companies, associations, bodies, etc.) for certain offences, committed in their interest or to their advantage by:

- persons who hold positions of representation, administration or management of the entity, or of one of its organisational units with financial and functional autonomy, as well as persons who exercise, also de facto, the management and control of the same (known as **top management**);
- persons subject to the direction or supervision of one of the above-mentioned persons (so-called **subordinates**).

This liability, defined as “administrative” by the legislator, but characterised by criminal relevance for entities, is concurrent with and does not replace the liability of the natural person who committed the offence. The administrative liability of the entity is excluded if the agent has committed the act exclusively in his or her own interest or in the interest of third parties.

The administrative liability introduced by the Decree is primarily aimed at affecting the assets of entities that have benefited from the commission of certain criminal offences. Therefore, in all cases, a pecuniary sanction will be applied to an extent that varies according to the seriousness of the offence and the entity’s financial capacity. For the most serious cases, interdiction measures are also provided for, such as the suspension or revocation of licences and concessions, the prohibition to contract with the Public Administration, the prohibition to conduct business, the suspension or revocation of loans and contributions, and the prohibition to advertise goods and services.

Articles 6 and 7 of the Decree envisage, however, a form of exemption from liability if the entity proves that it has adopted and effectively implemented Organisation, Management and Control Models suitable for preventing the commission of the offences considered. The system also envisages the establishment of an internal control Body within the entity (Supervisory Body) with the task of supervising the operation of and compliance with the Models, as well as ensuring that they are updated.

The Models must meet the following requirements:

- identify the processes and activities within the scope of which offences may be committed;
- envisage specific “protocols” and procedures to prevent the commission of offences;
- identify ways of managing financial resources suitable for preventing the commission of offences;

- envisage information obligations vis-à-vis the Body (SB) responsible for supervising the operation of and compliance with the Model;
- introduce an appropriate disciplinary system to sanction non-compliance with the measures indicated in the Model.

1.2 The “predicate” offences

The liability of the entity does not arise from the commission by the above-mentioned persons of all the offences envisaged by the Criminal Code or by special laws, but is limited to the predicate offences specifically envisaged by (It.) Legislative Decree no. 231/2001.

The cases envisaged by (It.) Legislative Decree no. 231/2001, organised by category, are as follows:

Categories
[Art. 24] Misappropriation of public funding, fraud against the State or a public body or to obtain public funding or IT fraud against the State or against a public body
[Art. 24-bis] IT-related felonies and unlawful processing of data
[Art. 24-ter] Felonies committed by criminal organisations
[Art. 25] Extortion, undue inducement to give or promise an advantage and bribery
[Art. 25-bis] Forgery of money, money values having legal tender or revenue stamps and instruments or identification signs
[Art. 25-bis.1] Crimes against industry and trade
[Art. 25-ter] Corporate offences
[Art. 25-quaer] Felonies committed for purposes of terrorism or felonies designed to subvert democracy
[Art. 25-quaer.1] Female genital mutilation
[Art. 25-quinquies] Felonies against individual freedoms
[Art. 25-sexties] Market abuse
[Art. 25-septies] Manslaughter or serious bodily harm committed with breach of laws governing the safeguarding of workplace health and safety
[Article 25-octies] Handling stolen goods, laundering and use of money, assets or benefits whose origin is illegal and self-laundering
[Art. 25 octies. 1] Offences relating to non-cash means of payment
[Article 25-novies] Felonies regarding breach of copyright
[Art. 25-decies] Inducements not to make statements or to make false statements to the courts
[Art. 25-undecies] Environmental crimes
[Art. 25-duodecies] Employment of third-country nationals illegally residing in Italy
[Art. 25-terdecies] Racism and xenophobia
[art.25-quaerdecies] Fraud in sporting competitions, illegal gaming or betting and gambling exercised by means of prohibited devices
[Art. 25-quinquiesdecies] Tax offences
[Article 25-sexiesdecies] Smuggling
[It. Law 146/2006] Transnational offences
[Art. 25-septiesdecies, It. Legislative Decree no. 231/2001] Crimes against the cultural heritage
[Art. 25-duodevicies, It. Legislative Decree no. 231/2001] Laundering of cultural goods and devastation and looting of cultural and landscape assets

The complete list of individual offences and sanctions is attached to the Model.

1.3 Sanctions

The Decree identifies an articulated series of sanctions arising from administrative liability as a result of offences. In summary:

- **monetary sanctions** (Articles 10 to 12 of (It.) Leg. Decree no. 231/2001), the proportion of which is determined in number and value of units, taking into account the seriousness of the offence, the degree of liability of the entity as well as the activity carried out to counteract or mitigate the consequences of the offence or to prevent the commission of further offences. The amount of the quota is determined on the basis of the economic and asset conditions of the entity, in order to ensure the effectiveness of the sanction;
- **interdiction sanctions** (Articles 13 to 17 of (It.) Leg. Decree no. 231/2001):
 - disqualification from exercising the activity;
 - suspension or revocation of authorisations, licences or concessions instrumental to the commission of the offence;
 - prohibition of contracting with the Public Administration, except to obtain the performance of a public service;
 - exclusion from benefits, financing, contributions or subsidies and possible revocation of those granted;
 - ban on advertising goods or services.
- **confiscation of the price or profit of the crime** (Art. 19 of (It.) Leg. Decree no. 231/2001);
- **publication of the judgment** (Art. 18 of (It.) Leg. Decree no. 231/2001).

It should be noted that the ascertainment of the entity's liability, as well as the determination of whether to impose the sanction and to what amount, are assigned to the criminal court competent to judge the offences on which the administrative liability depends, in proceedings against the natural person.

1.4 Criteria for imputing the liability of the entity

The prerequisites for entity liability are divided into objective criteria and subjective criteria.

A) Objective criterion (Art. 5 of (It.) Leg. Decree no. 231/01)

- commission by members of top management or subordinate persons of one of the offences envisaged by the Decree;
- commission of the offence (in whole or in part) in the interest or to the advantage of the entity.

B) Subjective criterion (Art. 6 of (It.) Leg. Decree no. 231/01)

The offence must be an expression of company policy or result from "organisational fault". It follows that, if no "fault" can be imputed to the entity, it is not subject to the sanctions laid down in (It.) Legislative Decree no. 231/2001.

The legislation envisages that "organisational fault" - and, consequently, the liability of the entity - is excluded if, prior to the commission of the offence, the entity has adopted and effectively implemented Organisation Models capable of preventing offences of the kind committed.

Two hypotheses must be pointed out in this respect:

1. For offences committed by persons in an “top management” position, (It.) Leg. Decree no. 231/01 introduces a kind of relative presumption of liability of the entity, since it envisages the exclusion of its liability only if it proves:

- that *“the management body has adopted and effectively implemented, prior to the commission of the offence, organisation and management models capable of preventing offences of the kind committed”*;
- that *“the task of supervising the operation of and compliance with the Models and ensuring that they are updated has been entrusted to a Body of the entity endowed with autonomous powers of initiative and control”*;
- that *“the individuals committed the offence by fraudulently circumventing the organisation and management models”*;
- that *“there has been no omission or insufficient supervision by the body endowed with autonomous powers of initiative and control”*.

The conditions listed above must all be met for the liability of the entity to be excluded.

2. If the offence has been committed by persons in a “subordinate” position, there is no presumption of liability on the part of the entity: therefore, in order for the entity to be held liable, the onus will be on the prosecution, in the course of the trial, to prove that the commission of the offence was made possible by the failure to comply with management or supervisory obligations.

In this hypothesis, (It.) Leg. Decree no. 231/01 traces liability back to a breach of management and supervisory duties, which typically lie with top management (or persons delegated by it).

Failure to comply with the obligations of management or supervision does not occur *“if the entity, before the offence was committed, adopted and effectively implemented an organisation, management and control model capable of preventing offences of the kind committed”*.

1.5 The Confindustria Guidelines

As is well known, in order to provide practical help to companies, Confindustria has issued and periodically updates Guidelines for drawing up Organisation Models. They provide instructions of a methodological nature on the preparation of an organisation Model suitable for preventing the commission of the offences indicated in the Decree, enabling exemption from liability and related sanctions.

The latest update of the Guidelines was released in June 2021.

The most innovative aspect of the new version lies in the clarification of the importance of integrated risk management with all-round compliance.

The analysis of the document, in fact, makes it clear that there is a need for an integrated compliance system, which enables the rationalisation of processes and activities in terms of economic, human and technological resources, the streamlining of compliance activities, as well as the optimisation of information flows and relations between the various actors of control (e.g. the Privacy Officer, the Security Officer, the Statutory Auditor, the Supervisory Body) and risk management of the individual organisation, also through the performance of joint risk assessments.

The new Guidelines are intended to emphasise that the Model must not be seen as a mere regulatory compliance, but must *“live in the company, adhere to the characteristics of its organisation, evolve and change with it”*.

Lastly, the importance of information flows between the Supervisory Body and the Statutory Auditor is emphasised, since it is essential to share information and to ensure real cooperation, with respect for roles, between the Supervisory Body and the various control actors, including the operational management, the latter being the owner of both corporate processes and first-level controls.

2. THE ORGANISATION, MANAGEMENT AND CONTROL MODEL OF CIEMMECALABRIA S.R.L.

2.1 Company profile and historical background

The company, located in one of Europe's most flourishing industrial centres, conducts its business in two divisions: poultry tech and intralogistics.

The "firstborn", the Poultry Tech branch is dedicated to the design and development, as well as the subsequent production and automation of new-generation, technologically advanced machinery and systems for loading and unloading poultry and turkeys.

The innovative handling solutions developed by CMC are, in any case, always characterised by respect for and protection of animal welfare.

This enables CMC's countless customers to improve the quality of their farms, as well as increase their own business performance.

And indeed, now a leader in its international market, CMC exports its goods to 50 countries on all continents, so much so that it founded a subsidiary in the USA to implement both the commercial and service sides of the business.

In addition to this, CMC's foresight and entrepreneurial initiative also prevailed during the period of the infectious bird flu.

In fact, in the aforementioned economic and social context, the Company decided to expand its business by introducing a new production sector: intralogistics and handling of materials.

The innovation, expertise, experience and creativity that have always distinguished the Company have led to the realisation of more than 170 projects in the field of logistics, to the point of having market giants in the transport and trade sectors as customers.

2.2 Aims and objectives of the Model

With the adoption of the Model, CMC aims to provide itself with a set of principles of conduct and procedures, to supplement its internal organisational and control tools, that meet the purposes and requirements of the Decree.

The adoption and effective implementation of the Model represents not only a tool for preventing possible offences, but also improves, as a set of rules with which company representatives are required to comply, the corporate governance of the Company.

Therefore, the purpose of this Model is the construction of a structured and organic system of procedures and control activities, to be carried out mainly as a preventive measure and such that it cannot be violated unless its provisions are fraudulently circumvented.

To this end, the Model fulfils the following functions:

- promoting and enhancing to an even greater extent an ethical culture within the company, with a view to fairness and transparency in the conduct of business;

- making all those who work in the name and on behalf of the Company aware of the need for timely compliance with the Model, the violation of which will result in financial and disciplinary sanctions;
- expressing the Company's condemnation of any behaviour which, inspired by a misunderstood corporate interest, is in conflict with laws, regulations or, more generally, with the principles of fairness and transparency by which its activity is inspired;
- providing information about the serious consequences that could result for the Company (and consequently for all its employees, executives and top management) from the application of the monetary and interdiction sanctions envisaged by the Decree and of the possibility that they may also be ordered as precautionary measures;
- enabling the Company to constantly monitor and carefully supervise activities, so as to be able to intervene promptly where risk profiles emerge and, if necessary, apply the disciplinary measures envisaged by the Model itself.

2.3 Methodology and activities for drawing up and updating the Model

The Model was drawn up by:

1. identifying and mapping sensitive processes: the objective of this phase was to analyse the company context, in order to identify in which area/sector of activity and in which manner possible offences could be committed. This resulted in a representation of risk areas and sensitive processes, existing controls and any critical issues;
2. assessing risks and the system of preventive controls: on the basis of the existing situation, as ascertained above, the Company assessed the risks and subsequently identified the necessary initiatives in order to adapt the internal control system and the essential organisational requirements indicated by the Confindustria Guidelines to the purposes pursued by the Decree;
3. defining procedures and protocols, an integral part of the control system capable of preventing risks;
4. designing and implementing the Organisation, Management and Control Model: in this phase, the Company wished to set up an internal regulatory system aimed at planning the formation and implementation of the Company's decisions in relation to the risks/offences to be prevented; this system is composed of the Code of Ethics, which sets out the general guidelines and principles by which the Company's operations are constantly informed, and the Organisation, Management and Control Model ("Model"), specifically aimed at preventing the offences envisaged by the Decree;
5. for the purposes of the concrete application of and compliance with the Model, the awareness-raising activity of all the structures and levels of the company on the observance of the rules and procedures laid down therein, as well as the establishment of a Supervisory Body with the task of supervising the functioning and observance of the Model and proposing its updating is essential.

2.4 Constituent elements and structure of the Model

This Model is based on the following constituent elements, which complement each other:

- Code of Ethics;
- Disciplinary system to penalise the violation of the provisions contained in the Model;
- Governance and organisational structures (organisational chart);
- Authorisation and signature powers and arrangements for managing financial resources;
- Mapping the areas at risk and controls, which consists of the process of identifying the company activities within the scope of which the offences referred to in (It.) Leg. Decree no. 231/01 may be committed.
- Control procedures and protocols in relation to the sensitive activities identified;
- Training and information of employees and other persons interacting with the Company;
- Supervisory Body and information flows;
- Whistleblowing.

The aforementioned constituent elements are represented in the following documents:

General Part which sets out the fundamental elements of (It.) Leg. Decree no. 231/01, the structure of the Model and its main elements.

Special Part which indicates:

- the offences referred to in (It.) Leg. Decree no. 231/01 and the conduct that the Company has decided to take into consideration due to the characteristics of its business;
- sensitive processes/activities and related controls (risk areas).

Annexes to the Model.

2.5 Approval, amendment and implementation of the Model

The Model is approved and adopted by the Sole Administrator. The Sole Administrator is responsible, also on the basis of the indications provided by the Supervisory Body, for updating or supplementing the Model, following:

- regulatory updates;
- significant changes in the company organisation;
- changes in company processes and activities or business areas;
- occurrence of extraordinary events (serious violations, disputes, sanctions, etc.).

Any amendments or additions to the Model, also at the proposal of the Supervisory Body, of the documents of the Model are the sole responsibility of the Sole Administrator, who is also entrusted with the task of providing the Supervisory Body with an adequate budget for the proper performance of its duties.

Amendments/additions to the operating procedures or documents of a dynamic nature referred to or attached to the Model will be approved by the Sole Administrator. These documents constitute control aids for sensitive activities and their substantial amendments must also be communicated to the Supervisory Body.

The Model must in any case be reviewed on an annual basis to verify its adequacy and the need to update it, in order to maintain its effectiveness over time. The following parties participate in the review:

- Sole Administrator;
- Internal project contact person;
- Supervisory Body.

3. THE SUPERVISORY BODY

3.1 Requirements of the Supervisory Body

(It.) Legislative Decree no. 231/2001, paragraph 1 envisages that one of the indispensable elements for the exemption of entities from administrative liability is the establishment of an internal body within the entity (“**Supervisory Body**”) with autonomous powers of initiative and control with the task of supervising the functioning of the Model and ensuring that it is updated.

The Supervisory Body, in accordance with the Decree and the Confindustria Guidelines, must meet the following requirements:

- **autonomy:** the Supervisory Body must be granted complete autonomy, understood as free capacity for decision-making, self-determination and action. This autonomy must be exercised above all in relation to top management, in the sense that the body must remain outside any form of interference and pressure from top management. The Supervisory Body lays down its own rules of conduct in a set of Regulations adopted by it;
- **independence:** the Supervisory Body must have the position of a third body, hierarchically placed at the top of the line of command, free from subservience to top management, and capable of taking unquestionable measures and initiatives;
- **professionalism:** the requirement of professionalism takes on purely subjective connotations, which must be verified for each member, with a prior analysis of the curriculum vitae and concrete work experience of each of them. In particular, it is necessary for the Supervisory Body to be composed of persons with specific knowledge of legal matters, control methodologies and activities, risk assessment and management, company organisation, finance, auditing and management, etc., as well as specific skills in relation to inspection and advisory activities;
- **continuity of action:** continuity of action is to be understood in terms of effectiveness of the supervisory and control activity and in terms of temporal constancy in the performance of the functions of the Supervisory Body
- **integrity:** given the role they are called upon to play, the members of the Supervisory Body must necessarily present an ethical profile of unquestionable value.

3.2 Appointment, composition and term in office of the Supervisory Body

The Supervisory Body is appointed by the Sole Administrator at the same time as the adoption of the Model. The number, qualification, remuneration of the members of the Supervisory Body and the duration of the appointment are decided by the Sole Administrator.

Appointments to the Supervisory Body must be communicated to and formally accepted by each appointed member. Subsequently, the Sole Administrator shall take steps to notify all levels of the organisation of the appointment of the Supervisory Body, with evidence of the responsibilities, powers and supervisory tasks.

3.3 Causes of ineligibility and incompatibility

The following are considered grounds for ineligibility:

- the presence of one of the circumstances referred to in Article 2382 of the (It.) Civil Code;
- a conviction, which has the force of *res judicata*, for having committed one of the offences punished by (It.) Legislative Decree no. 231/2001.

Each member of the Supervisory Body, by accepting the appointment, implicitly acknowledges the non-existence of said grounds for ineligibility. The rules described above also apply in the event of the replacement of one or more members of the Supervisory Body.

In cases where a conviction has been handed down, the Sole Administrator - pending the passing of the sentence - may order, after consulting the Statutory Auditor, the suspension of the powers of the member of the Supervisory Body concerned.

3.4 Revocation of assignment

The dismissal of a member of the Supervisory Body is the sole responsibility of the Sole Administrator, after hearing the opinion of the Statutory Auditor.

The members of the Supervisory Body may not be dismissed except for just cause. Just cause for revocation, by way of a non-limiting example, is understood to mean:

- the loss of the aforementioned subjective requirements;
- the occurrence of a ground of incompatibility, as outlined above;
- gross negligence in the performance of the Supervisory Body's duties;
- non-compliance with the Model and/or the Code of Ethics adopted by the Company.

Each member of the Supervisory Body may renounce his or her appointment at any time, giving at least 30 days' notice to the Sole Administrator.

3.5 Powers and functions of the Supervisory Body

The main tasks entrusted to the Supervisory Body concern:

- **supervision of the Model:**
 - verifying the suitability of the Model to prevent the occurrence of unlawful conduct, as well as to highlight its possible realisation;
 - verifying the effectiveness of the Model, i.e. the correspondence between the concrete behaviours and those formally envisaged by the Model;
 - verifying compliance with the principles of conduct and procedures laid down in the Model and detect any deviations;
- **updating the Model:**

- taking care of its update, proposing, if necessary, to the Sole Administrator the adaptation thereof;
- **information and training on the Model and the Decree:**
 - promoting and monitoring initiatives aimed at fostering communication, information and training on the Model vis-à-vis all persons required to comply with its provisions (addressees);
- **providing clarifications concerning the Model** at the request of the corporate departments, the Managing Director and the Statutory Auditor;
- **reporting periodically to the supervisory bodies** on the state of implementation and operation of the Model.

3.6 Reporting by the Supervisory Body to corporate bodies and top management

The Supervisory Body must report the results of its activities periodically to the Sole Administrator and to the Statutory Auditor.

The Supervisory Body may be summoned at any time by top management and the aforementioned bodies, and may, in turn, make such a request in order to report on the functioning of the Model or on specific situations relating to its implementation.

3.7 Information flows to and from the Supervisory Body

The information flows to and from the Supervisory Body - envisaged in Art. 6 of (It.) Leg. Decree no. 231/2001, which expressly refers to "*information obligations*" - represent one of the tools available to the Supervisory Body to monitor the effectiveness and efficacy of the Model.

Information flows can be of different types:

- a) *event-driven*;
- b) *regular*.

Event-driven information flows are generated upon the occurrence of a specific event or situation to be reported to the Supervisory Body.

Regular information flows, to which forwarding deadlines/frequencies are associated, make it possible to monitor the development of the activity and the functioning of the control systems.

The information flows envisaged by the Model and adopted by the Company are set out in the Annex Information Flows to the SB.

4. WHISTLEBLOWING

The provisions of (It.) Legislative Decree no. 24 of 10 March 2023, which implemented the Directive of the European Parliament and of the Council No. 1937 of 23 October 2019, concerning the protection of persons who report breaches of Union law and laying down provisions regarding the protection of persons who report breaches of national regulatory provisions, which entailed an important change in the institution of whistleblowing for companies adopting Organisational Models pursuant to (It.) Legislative Decree no. 231/001, came into force on 15 July 2023.

(It.) Legislative Decree no. 24/2023 has in fact repealed Article 6, paragraphs 2-ter and 2-quater, of (It.) Legislative Decree of 8 June 2001, no. 231 and amended Article 6 paragraph 2. bis by replacing it with the following: *“The Models referred to in paragraph 1(a) shall envisage, pursuant to the legislative decree implementing Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019, the internal reporting channels, the prohibition of retaliation and the disciplinary system, adopted pursuant to paragraph 2(e).”*

The Company, in line with reference best practices, has set up a Committee to receive and manage reports. The Company has also drawn up a specific procedure, annexed to the Model, which has been brought to the attention of all stakeholders, internal and external to the Company.

Reports must be substantiated and may concern, by way of a non-limiting example:

- any violation, even potential, of the Code of Ethics and of the Model or of internal regulations, procedures or other company provisions;
- actions or omissions, committed or attempted, that may cause harm to employees working for the Company;
- news relating to proceedings or investigations into offences under (It.) Leg. Decree no. 231/01 and findings of internal investigations from which violations of the Model have emerged;
- information from any source concerning the possible commission of offences or otherwise violations of the Model;
- other violations of national or EU regulatory provisions affecting the public interest or the integrity of the Company of which the whistleblower has become aware in the context of his or her work pursuant to (It.) Legislative Decree no. 24/23.

The reports must contain the following elements:

- a clear and complete description of the facts;
- if known, the time and place in which the acts were committed;
- the particulars enabling the identification of the person(s) who committed the acts reported;
- indications of any other persons who may provide information on the facts being reported;

- any other information that may provide useful feedback or any documents that may confirm the existence of the facts reported.

The Company guarantees the confidentiality of the reporting person's identity. Whistleblowers are also protected against any form of discrimination, penalisation or retaliation for reasons directly or indirectly linked to the report. At the same time, the protection of the reported person is guaranteed.

It is the task of the aforementioned Committee to carry out the necessary checks as quickly as possible and, if necessary, to proceed with further verifications, in accordance with the procedure adopted by the Company.

Where the investigations carried out reveal situations of serious violations of the Model and/or of the Code of Ethics, or where the Whistleblowing Committee has developed a well-founded suspicion of the commission of an offence pursuant to (It.) Legislative Decree no. 231/01, it shall immediately notify the Supervisory Body of the report and send its assessments to the Sole Administrator and to the Statutory Auditor.

All information is, moreover, processed in accordance with current privacy legislation (It. Legislative Decree no. 196/2003 as amended and European Regulation no. 679/2016).

5. COMMUNICATION AND DISSEMINATION PLAN

For the purposes of the effective implementation of the Model, the Company promotes training and information activities concerning the Model; to this end, a specific communication and training plan structured by type of addressee is implemented with the aim of ensuring the dissemination of the contents of the Model and the Decree.

The Model is communicated to the Statutory Auditor and to the Supervisory Body, which receive an authorised copy. The Model is also communicated to the employees by means of:

- delivery of an extract of the documentation to employees and new recruits (Code of Ethics, Disciplinary System, General Part);
- information meetings on the purposes and contents of the Model (expressly provided for top management or area managers);
- posting the Code of Ethics and the Disciplinary System on the company notice board.

CMC also promotes full publicity of the Model externally, towards third parties, by publishing the Code of Ethics and the General Part of the Model on the company website.

The communication plan must be developed with the intention of ensuring exhaustiveness, clarity and completeness in communication, envisaging periodic updates following amendments or additions to the Model or in the face of regulatory changes.

In order to ensure effective knowledge of the Model and its constituent elements at all levels, the Management, in cooperation with the Supervisory Body, annually plans and implements training measures addressed to personnel and external collaborators.

The training plan envisages two different training modalities:

- general training aimed at all levels of the organisation;
- specific training which, on the other hand, concerns members of top management or, in any case, personnel employed in activities at risk of offences.

General training must provide basic knowledge of (It.) Legislative Decree no. 231/01, the contents and purpose of the Model and the tasks/powers of the Supervisory Body.

The specific training must provide knowledge and awareness of the risks associated with the Company's activities, the control measures to be put in place and risk assessment techniques, so as to provide concrete elements for identifying any anomalies or non-compliances.

The following requirements must be met by the Company's training plan:

- participation in training courses is compulsory;
- the tutor must be a competent person;
- the frequency must be instrumental to the Company's actions;
- the training activity must be recorded and verified.

Training, as stipulated in the reference guidelines, is delivered in presence and/or with the support of e-learning platforms.